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## **Chapter 1. General Provisions**

### **Article 1. Name**

The name of the Company shall be MARUI CO., LTD.

### **Article 2. Exercise of Corporate Philosophy**

Through the exercise of its corporate philosophy of “continue evolving to better aid our customers” and “equate the development of our people with the development of our company,” MARUI GROUP strives to fulfill its mission of contributing to the creation of a flourishing and inclusive society that offers happiness to all.

By merging finance and retailing, the Company aspires to provide economic enrichment as well as emotional enrichment in the form of happiness and to create a society in which everyone is able to obtain this happiness.

However, this important mission cannot be carried out by the Company alone. Accordingly, an approach toward fulfilling this mission has been adopted entailing co-creation with customers, investors, communities and society, business partners, and future generations.

By engaging in such co-creation management with stakeholders, MARUI GROUP works to create harmony between the interests and happiness of all of its stakeholders while generating earnings and contributing to the resolution of social issues through its business.

### **Article 3. Purpose**

1. The purpose of the Company shall be to hold shares of stock in companies that engage in the following business activities in order to control and manage the business activities of said companies.

- (1) Operation of general retail outlets and manufacturing, processing, and wholesale of products to be sold at said outlets
- (2) Sales of food, beverage, and alcohol products and operation of restaurants
- (3) Trading of secondhand goods and sale of exclusive goods and measuring instruments

- (4) Sale of pharmaceuticals, medical devices, cosmetics, and industrial chemicals
  - (5) Contract production and rental of furniture, decorative items, and interior equipment
  - (6) Proxy of internal and external transactions and import and export of goods
  - (7) Real estate transactions, leasing, brokerage, and appraisal and construction
  - (8) Money lending and guarantee of lending instruments and loans
  - (9) Operation of travel agencies, promotions, leisure facilities, and parking lots
  - (10) Non-life insurance brokerage, life insurance policyholder recruitment, and small-amount, short-term insurance provision
  - (11) Installment sales, credit sales agency, rent guarantee, installment sales claim purchase, money collection, and credit check and calculation agency operations
  - (12) Financial instrument transactions and brokerage and other finance-related services
  - (13) Barbering, beauty, and cleaning operations
  - (14) Rental and leasing of office equipment, electrical equipment, furniture, clothing, personal accessories, sporting goods, and automobiles
  - (15) Real estate management, operation, security, and cleaning
  - (16) Freight vehicle transportation, automobile transportation transactions, automotive maintenance, automotive dealerships, and industrial waste collection and transportation
  - (17) Promotion and advertisement
  - (18) Development, operation, sales, rental, and leasing of computer equipment and information processing system software
  - (19) Labor dispatch
  - (20) Undertakings that are incidental to or related to those mentioned in the preceding items
2. The Company may engage in the aforementioned business activities as well as in undertakings that are incidental to or related to these activities.

#### **Article 4. Location of Head Office**

The head office of the Company shall be located in Nakano-ku, Tokyo, Japan.

#### **Article 5. Organizational Bodies**

The Company shall establish the following organizational bodies in addition to arranging the general meeting of shareholders and appointing directors.

- (1) Board of Directors
- (2) Audit & Supervisory Board members
- (3) Audit & Supervisory Board
- (4) Accounting auditor

#### **Article 6. Method of Public Notice**

The method of public notice of the Company shall be electronic public notices, provided, however, that if the Company is unable to issue an electronic public notice because of an accident or any other unavoidable reason, public notices of the Company may be issued through *The Nikkei* daily newspaper.

### **Chapter 2. Shares**

#### **Article 7. Total Number of Authorized Shares**

The total number of authorized shares of the Company shall be 1,400,000,000.

#### **Article 8. Acquisition of Treasury Stock**

The Company may acquire shares of its own stock through market transactions based on resolutions by the Board of Directors pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act of Japan.

#### **Article 9. Trading Unit**

The trading unit of the Company shall be 100 shares.

#### **Article 10. Rights regarding Shares Constituting Less Than One Trading Unit**

Shareholders of the Company may not exercise rights other than the following with respect to their holdings of shares constituting less than one trading unit:

- (1) The rights listed in the items of Article 189, Paragraph 2 of the Companies Act of Japan
- (2) The right to issue a request pursuant to Article 166, Paragraph 1 of the Companies Act of Japan
- (3) The right to receive an allotment of shares for subscription and an allotment of stock acquisition rights for subscription in accordance with the number of shares held
- (4) The right to make requests provided in Article 11

#### **Article 11. Requests for Additional Purchase of Shares Constituting Less Than One Trading Unit**

As stipulated in share handling regulations, a shareholder of the Company may request that the Company sell to them the number of shares needed to make their shares constituting less than one trading unit into a trading unit.

#### **Article 12. Shareholder Registrar**

1. The Company shall appoint a shareholder registrar. The preparation and custody of the register of shareholders and the original register of stock option rights of the Company and other business pertaining to the register of shareholders and the original register of stock option rights shall be entrusted to the shareholder registrar and not handled by the Company.
2. The shareholder registrar and its business office shall be determined by resolution of the Board of Directors, and public notice thereof shall be made.

#### **Article 13. Share Handling Regulations**

The handling of shares of the Company, processes related to the exercise of voting

rights by shareholders, and the associated handling fees shall be governed by, in addition to law and these articles of incorporation, the share handling regulations adopted by the Board of Directors of the Company.

#### **Article 14. Record Date**

1. The Company shall deem shareholders appearing or recorded on the register of shareholders at the close of March 31 of each year as the shareholders entitled to exercise voting rights at the ordinary general meeting of shareholders to be held for the fiscal year ending on that date.
2. In addition to the provisions in the item above, when necessary, the Company may, by resolution of the Board of Directors and upon issuing public notice, deem shareholders or registered pledgees of shares appearing or recorded on the register of shareholders at the close of a given date as shareholders or registered pledgees of shares entitled to exercise voting rights.

### **Chapter 3. General Meetings of Shareholders**

#### **Article 15. Convocation**

1. The ordinary general meeting of shareholders of the Company shall be convened within three months of the conclusion of each fiscal year and the extraordinary general meeting of shareholders shall be convened when necessary.
2. The general meeting of shareholders shall be convened by the president of the Company based on resolution by the Board of Directors of the Company, unless otherwise prescribed by law. Should the president be unable to perform these duties due to accident or other reason, a director shall be selected based on the order determined by the Board of Directors to convene the general meeting of shareholders.

#### **Article 16. Chairperson of the General Meeting of Shareholders**

The president of the Company shall be the chairperson of the general meeting of shareholders. Should the president be unable to perform these duties due to accident

or other reason, a director shall be selected based on the order determined by the Board of Directors to be the chairperson of the general meeting of shareholders.

#### **Article 17. Electronic Information Provision Methods, etc.**

1. When convening the general meeting of shareholders, the Company shall employ electronic methods to provide information that constitutes the contents of reference documents related to the general meeting of shareholders.
2. Among matters for which electronic information provision methods will be employed, the Company may exclude all or part of the matters as set forth in the ordinances of the Ministry of Justice from written documents to be delivered to shareholders that submit to the Company a request for the delivery of written documents by the record date for voting rights.

#### **Article 18. Exercise of Voting Rights by Proxy**

A shareholder may entrust their voting rights in the Company to another shareholder entitled to exercise voting rights. In such case, the shareholder or their proxy must file a written document evidencing the authority of proxy with the Company at each general meeting of shareholders to which this applies.

#### **Article 19. Method of Adopting Resolutions**

1. Unless otherwise prescribed by law or by these articles of incorporation, resolutions of general meetings of shareholders shall be adopted by a majority of votes held by the attending shareholders entitled to exercise voting rights.
2. Resolutions by general meetings of shareholders provided for in Article 309, Paragraph 2 of the Companies Act of Japan shall require the attendance of shareholders holding no less than one-third of the voting rights of shareholders entitled to exercise voting rights and shall be made by a majority of two-thirds or more of votes.

## **Chapter 4. Directors and Board of Directors**

### **Article 20. Number of Directors**

The Company shall have no more than fifteen (15) directors.

### **Article 21. Appointment of Directors**

1. Directors shall be appointed by general meetings of shareholders.
2. Resolutions to appoint directors shall require the attendance of shareholders holding no less than one-third of the voting rights of shareholders entitled to exercise voting rights and shall require a majority of votes. With respect to resolutions for the appointment of directors, no cumulative voting shall be used.

### **Article 22. Terms of Directors**

The term of office of a director shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one year after their appointment.

### **Article 23. Representative Directors and Titled Directors**

1. The Board of Directors shall resolve to appoint representative directors. Moreover, the Board of Directors may appoint from among the directors one chairman and director, one president and director, and one or more of executive vice presidents, senior managing directors, and managing directors.
2. Representative directors shall perform their duties as representatives of the Company.

### **Article 24. Board of Directors**

1. Notices of convocation of meetings of the Board of Directors shall be issued to directors and Audit & Supervisory Board members at least three days in advance of the scheduled meeting. However, shorter notice may be provided in cases requiring urgency.
2. A resolution of the Board of Directors will be deemed to have been made when the



conditions described in Article 370 of the Companies Act of Japan are met.

3. Regulations pertaining to the Board of Directors shall be established via resolution by the Board of Directors.

#### **Article 25. Compensation of Directors**

Compensation, bonuses, and other financial benefits provided to directors in exchange for the performance of their duties shall be decided via resolution at general meetings of shareholders.

#### **Article 26. Liability Limitation Agreements with External Directors**

As stipulated in Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into liability limitation agreements with external directors that limit liabilities as described in Article 423, Paragraph 1 of the Companies Act, which shall limit the maximum amount of their liabilities to the higher of either a sum prescribed in advance that is equal to or in excess of ¥10,000,000 or the sum prescribed by law.

### **Chapter 5. Audit & Supervisory Board Members and Audit & Supervisory Board**

#### **Article 27. Number of Directors**

The Company shall have no more than five (5) Audit & Supervisory Board members.

#### **Article 28. Appointment of Audit & Supervisory Board Members**

1. Audit & Supervisory Board members shall be appointed by general meetings of shareholders.
2. Resolutions to appoint Audit & Supervisory Board members shall require the attendance of shareholders holding no less than one-third of the voting rights of shareholders entitled to exercise voting rights and shall require a majority of votes.

#### **Article 29. Terms of Audit & Supervisory Board Members**

1. The term of office of an Audit & Supervisory Board member shall expire at the conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four years after their appointment.
2. The term of office of an Audit & Supervisory Board member appointed to fill a vacancy created due to the resignation of an Audit & Supervisory Board member before the completion of their term shall be the same as the remaining term of office of the Audit & Supervisory Board member who resigned.

#### **Article 30. Full-Time Audit & Supervisory Board Members**

The Audit & Supervisory Board shall, by its resolution, appoint full-time Audit & Supervisory Board members.

#### **Article 31. Audit & Supervisory Board**

1. Notices of convocation of meetings of the Audit & Supervisory Board shall be issued to Audit & Supervisory Board members at least three days in advance of the scheduled meeting. However, shorter notice may be provided in cases requiring urgency.
2. Regulations pertaining to the Audit & Supervisory Board shall be established via resolution by the Audit & Supervisory Board.

#### **Article 32. Compensation of Audit & Supervisory Board Members**

Compensation, etc., provided to Audit & Supervisory Board members shall be decided via resolution at general meetings of shareholders.

#### **Article 33. Liability Limitation Agreements with External Audit & Supervisory Board Members**

As stipulated in Article 427, Paragraph 1 of the Companies Act of Japan, the Company may enter into liability limitation agreements with external Audit &

Supervisory Board members that limit liabilities as described in Article 423, Paragraph 1 of the Companies Act, which shall limit the maximum amount of their liabilities to the higher of either a sum prescribed in advance that is equal to or in excess of ¥10,000,000 or the sum prescribed by law.

## **Chapter 6. Accounts**

### **Article 34. Fiscal Year**

The fiscal year of the Company shall commence on April 1 of each year and shall end on March 31 of the following year.

### **Article 35. Year-End Dividend Payments**

Based on resolutions by general meetings of shareholders, the Company shall issue monetary payments from surplus earnings (year-end dividend payments) to shareholders or registered pledgees of shares appearing or recorded on the register of shareholders at the close of March 31 of each year.

### **Article 36. Interim Dividend Payments**

Based on resolutions by the Board of Directors, the Company may issue monetary payments from surplus earnings (interim dividend payments) in accordance with Article 454, Paragraph 5 of the Companies Act of Japan to shareholders or registered pledgees of shares appearing or recorded on the register of shareholders at the close of September 30 of each year.

### **Article 37. Limitation on Dividend Payment Obligations**

If year-end dividend payments or interim dividend payments are not claimed within three years after the payment start date, the Company shall be relieved of the obligation for the payment thereof.

## Amendment History

Partial amendment on March 21, 1954  
Partial amendment on June 10, 1954  
Partial amendment on July 1, 1954  
Partial amendment on April 18, 1955  
Partial amendment on March 28, 1956  
Partial amendment on October 20, 1956  
Partial amendment on March 28, 1959  
Partial amendment on July 20, 1959  
Partial amendment on March 28, 1960  
Partial amendment on March 28, 1962  
Partial amendment on June 14, 1962  
Partial amendment on March 28, 1963  
Partial amendment on March 30, 1964  
Partial amendment on March 30, 1966  
Partial amendment on March 30, 1968  
Partial amendment on March 30, 1972  
Partial amendment on March 30, 1973  
Partial amendment on March 28, 1975

Partial amendment on April 28, 1981  
Partial amendment on April 28, 1982  
Partial amendment on April 28, 1987  
Partial amendment on April 25, 1991  
Partial amendment on April 28, 1992  
Partial amendment on April 27, 1994  
Partial amendment on April 28, 1998  
Partial amendment on April 26, 2002  
Partial amendment on April 25, 2003  
Partial amendment on December 25, 2003  
Partial amendment on June 29, 2005  
Partial amendment on June 29, 2006  
Partial amendment on October 1, 2007  
Partial amendment on June 27, 2008  
Partial amendment on June 26, 2009  
Partial amendment on January 6, 2010  
Partial amendment on June 25, 2018  
Partial amendment on June 28, 2022  
Partial amendment on June 27, 2023